

WINDSTREAM CORP  
Form S-8  
May 10, 2010

As filed with the Securities and Exchange Commission on May 10, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**WINDSTREAM CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

**4001 Rodney Parham Road**

**20-0792300**  
(I.R.S. Employer Identification No.)

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Little Rock, Arkansas 72212

(Address, including zip code, of  
registrant's principal executive offices)

WINDSTREAM CORPORATION

AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN

(Full title of the plan)

John P. Fletcher

Executive Vice President, General Counsel and Secretary

Windstream Corporation

4001 Rodney Parham Road

Little Rock, Arkansas 72212

(501) 748-7000

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered (1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	
Common Stock, par value \$.0001 per share	10,000,000	\$10.25	\$102,500,000	\$7,308.25

- (1) This Registration Statement covers 10,000,000 shares of Common Stock, par value \$.0001 per share, of Windstream Corporation (the Company), offered or to be offered by the Company under the Windstream Corporation Amended and Restated 2006 Equity Incentive Plan (the Plan). This amount represents an increase in the number of shares of Common Stock authorized for issuance under the Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may be offered or sold as a result of any adjustments based on stock splits, stock dividends or similar events provided under the Plan.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of the Company's Common Stock as reported by the NASDAQ Global Select Market on May 7, 2010.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this Registration Statement ) is being filed to register an additional 10,000,000 shares of Common Stock, \$.0001 par value per share ( Common Stock ), available for issuance under the Windstream Corporation Amended and Restated 2006 Equity Incentive Plan (the Plan ).

Windstream Corporation (the Company ) initially registered 10,000,000 shares of Common Stock for issuance under the Plan on a Form S-8 Registration Statement (File No. 333-135850) (the Original Registration Statement ), filed with the Securities and Exchange Commission (the Commission ) on July 18, 2006. Pursuant to General Instruction (E) of Form S-8, the contents of the Original Registration Statement are incorporated herein by reference, except that the provisions contained in Part II of the Original Registration Statement are modified as set forth in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission are incorporated herein by reference:

1. The Company s Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Commission on February 24, 2010;
2. The Company s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010, filed with the Commission on May 6, 2010;
3. The Company s Current Report on Form 8-K, filed with the Commission on February 19, 2010; and
4. The description of the Company s Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on December 8, 2009 pursuant to Section 12 of the Securities Exchange Act of 1934 (the Exchange Act ), as modified by the Company s Current Report on Form 8-K filed with the Commission on February 19, 2010, and including any other amendment or report filed with the Commission for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all of the securities offered hereby have been sold or which deregisters all such securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents.

**Item 8. Exhibits.**

The Exhibits to this Registration Statement are listed in the Exhibit Index and are incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on this 10th day of May, 2010.

WINDSTREAM CORPORATION

By /s/ Jeffery R. Gardner  
 Jeffery R. Gardner  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Jeffery R. Gardner Jeffery R. Gardner	President and Chief Executive Officer; Director (Principal Executive Officer)	May 10, 2010
/s/ Anthony W. Thomas Anthony W. Thomas	Chief Financial Officer (Principal Financial Officer)	May 10, 2010
/s/ John C. Eichler John C. Eichler	Controller (Principal Accounting Officer)	May 10, 2010
/s/ Dennis E. Foster* Dennis E. Foster	Chairman and Director	May 4, 2010
/s/ Carol B. Armitage* Carol B. Armitage	Director	May 4, 2010
/s/ Samuel E. Beall, III* Samuel E. Beall, III	Director	May 4, 2010
/s/ Francis X. Frantz* Francis X. Frantz	Director	May 4, 2010
/s/ Jeffrey T. Hinson* Jeffrey T. Hinson	Director	May 4, 2010
/s/ Judy K. Jones* Judy K. Jones	Director	May 4, 2010
/s/ William A. Montgomery* William A. Montgomery	Director	May 4, 2010

\* The undersigned, by signing his name hereto, executes this Registration Statement pursuant to powers of attorney executed by the above-named persons and filed with the Commission as an Exhibit to this Registration Statement.

/s/ John P. Fletcher  
John P. Fletcher  
Attorney-in-Fact  
May 10, 2010

**INDEX TO EXHIBITS**

The following exhibits are filed with this Registration Statement:

(4) INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS

- 4.1 Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Annex E to Amendment No. 3 to the Company's Registration Statement on Form S-4 filed with the Commission on May 23, 2006).
- 4.2 Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on February 19, 2010).

(5) OPINION REGARDING LEGALITY

- \*5.1 Opinion of John P. Fletcher, General Counsel of the Company.

(10) MATERIAL CONTRACTS

- 10.1 Windstream Corporation Amended and Restated 2006 Equity Incentive Plan (incorporated herein by reference to Appendix A of the Company's Proxy Statement on Schedule 14A filed with the Commission on March 26, 2010).

(23) CONSENTS OF EXPERTS AND COUNSEL

- \*23.1 Consent of Independent Registered Public Accounting Firm.
- \*23.3 Consent of John P. Fletcher, General Counsel of the Company (contained in his opinion filed as Exhibit 5.1).

(24) POWERS OF ATTORNEY

- \*24.1 Powers of Attorney of each person whose signature on this Registration Statement was signed by another pursuant to a power of attorney.

\*Filed Herewith